

# EXHIBIT I

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**From:** Tony Etnyre  
**Sent:** Monday, April 8, 2019 9:21 PM EDT  
**To:** Chris Needham  
**CC:** Mitch Bowman; Frank Oudheusden  
**Subject:** RE: FCX IP License Agreement  
**Attachments:** FTC Solar - FCX Solar -  
Patent License (AP Draft 4.5.19)\_ (US\_164674621\_3) (002)\_update with Tracked Changes.docx, FTC Solar -  
FCX Solar - Patent License (AP Draft 4.5.19)\_ (US\_164674621\_3) (002)\_update\_Changes Accepted.docx

Chris/Frank,

Two documents attached one with all tracked changes and comments and one with changes accepted for easier reading.

Commercially, believe we are in step --- one change made was a reduction of the first 100MW "royalty free" sales – accounted for with milestone payments – to 66MW. This was to clarify the language around what was or wasn't tied to effective date. [REDACTED]

[REDACTED] so decrementing from 100 to 66 seemed the cleanest way to deal with the legal back and forth on language. Keeps FCX whole. There is an additional term clarification stating we pay royalty when we receive payment from customer vs. when order is accepted.

Legally, there are a few things we ask to provide protections for us around cure periods and terms for payment where our legal counsel felt there was too great of risk (ie, zero days late = contract termination moved to 30 days) and some places where our legal team recommended some protections for us around the patents. Please review and look forward to closing with you in the morning.

In the interest of transparency, I've left all the comments live so you could review.

Tony

**From:** Chris Needham <chris.needham@fcxsolar.com>  
**Sent:** Wednesday, April 3, 2019 8:37 PM  
**To:** Tony Etnyre <aetnyre@ftcsolar.com>  
**Cc:** Mitch Bowman <mbowman@ftcsolar.com>; Frank Oudheusden <frank.oudheusden@fcxsolar.com>  
**Subject:** Re: FCX IP License Agreement

Hi Tony,

Thank you for the update. We're happy there weren't any major issues.

Your timing is convenient here. We just got the consulting agreement back from our lawyer. We pulled the "IP strategy" document into this agreement.

If this agreement looks good to you, I'll book my trip to SF for next week.

Thank you,

Chris

On Wed, Apr 3, 2019 at 6:45 PM Tony Etnyre <[aetnyre@ftcsolar.com](mailto:aetnyre@ftcsolar.com)> wrote:

Just a quick update – Mitch, Aaron and I met with Legal team yesterday – no major issues. In work with them and we will get back to you as quickly as we can.

Tony

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**From:** Tony Etnyre  
**Sent:** Monday, April 1, 2019 10:38 AM  
**To:** Chris Needham <[chris.needham@fcxsolar.com](mailto:chris.needham@fcxsolar.com)>; Mitch Bowman <[mbowman@ftcsolar.com](mailto:mbowman@ftcsolar.com)>  
**Cc:** Frank Oudheusden <[frank.oudheusden@fcxsolar.com](mailto:frank.oudheusden@fcxsolar.com)>  
**Subject:** RE: FCX IP License Agreement

Thanks, Chris --- the document is with our legal team for review.

Tony

**From:** Chris Needham <[chris.needham@fcxsolar.com](mailto:chris.needham@fcxsolar.com)>  
**Sent:** Saturday, March 30, 2019 3:26 PM  
**To:** Tony Etnyre <[aetnyre@ftcsolar.com](mailto:aetnyre@ftcsolar.com)>; Mitch Bowman <[mbowman@ftcsolar.com](mailto:mbowman@ftcsolar.com)>  
**Cc:** Frank Oudheusden <[frank.oudheusden@fcxsolar.com](mailto:frank.oudheusden@fcxsolar.com)>  
**Subject:** FCX IP License Agreement

Hello Tony and Mitch,

Please see attached for the damper license agreement draft. We have tried our best to keep to the spirit of our discussion as the term sheet was translated into legalese.

There is one oversight in here that we just noticed and we wanted to get this to you now, rather than wait for another revision round with our lawyer. The issue is that the payments outlined in sections 3.1 (a-c) were intended to be "pre-payments" on the license and I don't read this agreement to capture that. Effectively, this should have resulted in the first 100 MW of tracker sales being license free. Please have your legal team make that update as well as any other change requests.

Please confirm receipt.

Thank you,

Chris

[chris.needham@fcxsolar.com](mailto:chris.needham@fcxsolar.com)  
[412-274-0541](tel:412-274-0541)



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Thank you,

Chris

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[412-274-0541](tel:412-274-0541)

